UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6) AND/OR

OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average b	urden
hours per response	<u>1</u>

SEC USE (ONLY
Prefix	Serial
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UNIFORM LIMITED OFFERING EXEM	PTION
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Houston 1031 Limited Partnership	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☐ Rule Type of Filing: ☐ New Filing ☐ Amendment	506 ☐ Section 4(6) ☐ ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Houston 1031 Limited Partnership	
Address of Executive Offices (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523	Telephone Number (Including Area Code) (630) 218-4916
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business The acquisition and sale of undivided tenant in common interests in real property.	
Type of Business Organization ☐ corporation ☐ business trust ☐ limited partnership, already formed ☐ limited partnership, to be formed	□ other (please speeny).
Actual or Estimated Date of Incorporation or Organization: Month Year 0 6	□ Actual □ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada: FN for other foreign jurisdiction)	or State: SEP 0 7 2007
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Reg. 15 U.S.C. 77d(6).	E THOMSON

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address: after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

FORM D

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the following	ng:			
 Each promoter of the iss 	uer, if the issuer has	s been organized within the	past five years;		
 Each beneficial owner h issuer: 	aving the power to	vote or dispose, or direct th	e vote or disposition of, 10%	or more of a clas	s of equity securities of the
	nd director of como	orate issuers and of cornora	te general and managing par	mers of nartnershi	n issuers: and
Each general and management	-		te general and managing par	areis or parareism	p issuers, with
		•		□ D:t	П С11/
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	ndividual)				
Inland Real Estate Ex	change Corpora	ation			
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Houston 1031 G.P., I	L.L.C.				
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook, II	llinois 60523			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Gujral, Brenda G. •					
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook, Il	llinois 60523			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Goodwin, Daniel L.	•				
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook, Il	llinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				<u> </u>
Parks, Robert D. ♦					
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)	• •		
2901 Butterfield Roa	d, Oak Brook, II	llinois 60523			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Matlin, Roberta S. ♦					
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook, Il	llinois 60523			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
DelRosso, Patricia A	. •				
Business or Residence Address		t, City, State, Zip Code)			
2901 Butterfield Roa		•			

♦ Name of the executive officer or director of Inland Real Estate Exchange Corporation, the co-member and sole manager of IRC-IREX Venture, L.L.C., the sole member of Houston 1031 G.P., L.L.C., the general partner of the issuer.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	<u> </u>	A. BASIC IDENTI	FICATION DATA		
	2.	Enter the information	on requested for the following	3:	
 Each promoter of the is 	suer, if the issuer ha	s been organized within the	past five years;		
 Each beneficial owner l issuer; 	having the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	or more of a class	s of equity securities of the
 Each executive officer 	and director of corpo	orate issuers and of corpora	te general and managing part	ners of partnership	issuers; and
 Each general and mana 	ging partner of partr	nership issuers.			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Wang, Cathy Z. ♦					
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
2901 Butterfield Roa	id, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)		······································	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	indiviđual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Stree	et, City, State, Zip Code)			
					

♦ Name of the executive officer or director of Inland Real Estate Exchange Corporation, the co-member and sole manager of IRC-IREX Venture, L.L.C., the sole member of Houston 1031 G.P., L.L.C., the general partner of the issuer.

			<u> </u>	В.	INFORMA	TION ABO	OUT OFFE	RING				
										···	Yes	No
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	d investors	in this offe	ring?		. 🗆	
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	.OE.			
2. Wha	at is the mir	ıimum inve	estment tha	t will be ac	cepted from	m any indi	vidual?				. \$	957,971*
					•						Yes	
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.	,		•••••				בם
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	ATION AB	OUT OFFE	RING				
											Yes	No
1. Has	the issuer s	sold, or doe	s the issue	r intend to	sell, to non	-accredited	investors	in this offe	ring?	••••••	. 🗆	₽ 3
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2. Wha	at is the mir	nimum invo	estment tha	it will be a	ccepted fro	m any indi	vidual?			•••••	. \$	957,971*
											Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.	•••••	••••••		••••••			ĹĴ
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	ATION AB	OUT OFFE	RING				
1. Has	the issuer s	sold, or doe			sell, to non				_		Yes	No ∑3
2. Wha	nt is the mir	nimum inve	estment tha	t will be ac	cepted fro	m any indi	vidual?				\$	957,971*
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.						Yes ⊠	No []
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Type of Security Offering Price Sold Debt -0--0--0-Equity ☐ Preferred ☐ Common -0-Partnership Interests.....\$ -0-\$ Other (Specify <u>Undivided fractional interests in real estate</u>) \$ 32,571,000 \$ 16,877,273.47 Total \$ 32,571,000 16,877,273.47 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors 16,877,273.47 Non-accredited Investors -0-Total (for filings under Rule 504 only) ---\$ __-Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Amount Type of Type of Offering Security Sold Rule 505 Regulation A..... \$ Rule 504 Total ------4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees

Printing and Engraving Costs.... \boxtimes \$ -0-**⊠** \$ 186,500 Legal Fees Accounting Fees.... -0-Engineering Fees \boxtimes -0-Sales Commission (specify finders' fees separately)..... \$ 1,974,000 Other Expenses (identify) Marketing \$ 329,000 Total \$ 2,489,500

	C. OFFERING PRICE	CE, NUMBER OF INVESTORS, EXPENSES A	ND USE OF	PROCEEDS		
b.	and total expenses furnished in respons	gate offering price given in response to Part C et o Part C – Question 4.a. This difference is	the "adjuste	ed	<u>\$</u>	30,081,500
5.	each of the purposes shown. If the amo	ted proceeds to the issuer used or proposed to the for any purpose is not known, furnish an e. The total of the payments listed must equal response to Part C – Question 4.b above.	estimate an	d		
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		🗆	\$		<u>\$</u>
	Purchase of real estate		🗆	\$		\$ 26,775,000
	Purchase, rental or leasing and inst	allation of machinery and equipment		\$		\$
	Construction or leasing of plant bu	ildings and facilities	🗆	\$		\$
	offering that may be used in excha	cluding the value of securities involved in thi nge for the assets or securities of another issu	er	\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$		\$
	Other (specify): <u>Acquisition Fee,</u>	O&O Expenses	🛮	\$ 3,306,500		\$
	Column Totals			\$ 3,306,500		\$ 26,775,000
	Total Payments Listed (column tot	als added)	********	<u> </u>	30,08	1,500
		D. FEDERAL SIGNATURE				
foll	owing signature constitutes an undertak	signed by the undersigned duly authorized poing by the issuer to furnish to the U.S. Securit d by the issuer to any non-accredited investor	ies and Exc	hange Commissi	on, up	on written
_	er (Print or Type)	Signature		Date		
Hou	ston 1031 Limited Partnership	Patricia a. lelhos	so	8/27	10	7
	ne of Signer (Print or Type)	Title of Signer (Print or Type) President, Inland Real Estate Exchange C IRC-IREX Venture, L.L.C., the sole mem	orporation, ber of Hous			
Patr	ricia A. DelRosso	partner of Houston 1031 Limited Partners	hin			

-ATTENTION-----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠
See Appendix, Column 5, for state response.	-	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
Houston 1031 Limited Partnership	Patricia a. Collosso 8/27/07
Name (Print or Type)	Title (Print or Type)
Patricia A. DelRosso	President, Inland Real Estate Exchange Corporation, the co-member and sole manager of IRC-IREX Venture, L.L.C., the sole member of Houston 1031 G.P., L.L.C., the general partner of Houston 1031 Limited Partnership

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

l t	2		3		5 Disqualification				
			Type of security						ite ULOE
	1	to sell ccredited	and aggregate offering price	Type of investor and					attach ation of
	investors in State		offered in state		waiver granted)				
<u> </u>	(Part B	-ltem 1)	(Part C-Item 1)	amount purchased in State (Part C-Item 2)				(Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									<u>[]</u>
AK					_				
AZ									
AR					_				
CA		⊠	Undivided fractional interests in real estate \$32,571,000	2	\$ 3,440,612.50	-0-	-0-		⊠ ————————————————————————————————————
co									
CT									
DE							<u> </u>		
DC									
FL									
GA		Ø	Undivided fractional interests in real estate \$32,571,000	l	\$ 6,000,000	-0-	-0-		⊠
HI		口			-				⊏
ID									
IL		⊠	Undivided fractional interests in real estate \$32,571,000	6	\$ 6,838,460.97	-0-	-0-		⊠
IN							<u> </u>		
IA				,			- ··· 		
KS									
KY									
LA									
ME									
MD									
MA									
MI		Ø	Undivided fractional interests in real estate \$32,571,000	I	\$598,200	-()-	-0-		⊠
MN									
MS				<u> </u>					
МО				<u> </u>	<u> </u>		· · · · · · · · · · · · · · · · · · ·		
MT					L				

APPENDIX

	2 2								
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NE									
NV			.						
NH									
NJ									
NM									
NY								_ 🗆	
NC		Q							
ND									
ОН									
OK									
OR									
PA			<u></u>						
RI									<u> </u>
SC									
SD									
TN					_ 				
TX									
UT			<u>.</u>						
VT									
VA			•				<u> </u>		
WA			<u> </u>		_				
wv									
WI									
WY									
PR									

